

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11
: .
W.R. GRACE & CO., *et. al.* : Case No. 01-1139 (JKF)
: .
Debtors : (Jointly Administered)

**ORDER APPROVING SIXTEENTH QUARTERLY
FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP,
AUDITORS AND TAX CONSULTANTS FOR DEBTORS, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the Sixteenth Quarterly Fee Application of PricewaterhouseCoopers LLP (“PwC”), Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses, incurred during the interim period January 1, 2005 through March 31, 2005, dated July 7, 2005 (the “Application”); and upon the Certification of William Bishop in support of the Application; and upon a hearing having been held before this Court to consider the Sixteenth Quarterly Fee Application on September 26, 2005 at 12:00 p.m.; and upon notice having been given pursuant to Bankruptcy Rule 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto, and sufficient cause having been shown therefore, it is hereby:

ORDERED that the Sixteenth Quarterly Fee Application is approved, and it is further

ORDERED that the compensation for services rendered in the amount of \$1,111,963.11 (plus \$7,491.92 for preparing the related fee applications) and reimbursement of expenses incurred in the amount of \$8,429.23 is hereby granted to PwC.

Dated: _____, 2005

Judith K. Fitzgerald
United States Bankruptcy Judge